

GRANT, McHENDRIE, HAINES AND CROUSE

PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

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REGISTRATION NO. 14982 Filed 1425 June 5, 1986

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DAVID L. LOCKWOOD

OF COUNSEL
DOUGLAS McHENDRIE

JUN 13 1986 - 2 20 PM

INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue, N.W.
Washington, D.C. 20423
Attention: Mildred Lee

6/13/86
10.00
CC Washington, D.C.

RE: Financing Statement naming Colorado Western Pacific
Railroad Company, Inc. as Debtor

Dear Ms. Lee:

Enclosed for filing in the records of the Interstate Commerce Commission, pursuant to Title 49, Section 11303, please find a Financing Statement naming Colorado Western Pacific Railroad Company, Inc. as Debtor and First Interstate Bank of Golden [Colorado], N.A. as Secured Party. You will note that there is attached to the Financing Statement an Acknowledgement of Financing Statement which contains the notarization of the signature of the president for Colorado Western Pacific Railroad Company, Inc. and the signature of the First Interstate Bank of Golden, N.A. representative who signed the Financing Statement. I have also enclosed a copy of the relevant Security Agreement for your review. To cover the cost of filing, I have enclosed a \$10.00 check.

If you have any questions, feel free to call the undersigned at (303) 451-9202 at your convenience. When the filing is completed, please return the documents to the undersigned in the enclosed self-addressed stamped envelope.

Yours very truly,


Michael S. Rennich

MSR:va
Enclosures
cc w/enclosures:
Mr. Warren Henson
8703485/7651A


ACKNOWLEDGMENT OF FINANCING STATEMENT

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The attached Financing Statement was acknowledged and executed before me this 28th day of May, 1986, by Steven Grogan as President of COLORADO WESTERN PACIFIC RAILROAD COMPANY, INC.

Witness my hand and official seal.

My commission expires April 26, 1989.



Notary Public

(SEAL)

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

The attached Financing Statement was acknowledged and executed before me this 28th day of May, 1986, by Warren Henson as Vice President of FIRST INTERSTATE BANK OF GOLDEN, N.A.

Witness my hand and official seal.

My commission expires June 19, 1993.



Notary Public

(SEAL)

GRANT, McHENDRIE, HAINES AND CROUSE

PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

METRONORTH OFFICE

11990 GRANT STREET, SUITE 318

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SPECIAL COUNSEL
DAVID L. LOCKWOOD
OF COUNSEL
DOUGLAS McHENDRIE

June 10, 1986

Interstate Commerce Commission
Attention: Mildred Lee
Room 2303
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Security Agreement between Colorado Western Pacific
Railroad Company, Inc., and First Interstate Bank of
Golden, N.A.

Dear Ms. Lee:

In accordance with our telephone conversation this
afternoon, enclosed please find the following:

1. Original Security Agreement between Colorado Western
Pacific Railroad Company, Inc., as Debtor, and First Interstate
Bank of Golden, N.A., as Secured Party, and attached original
Acknowledgment of Security Agreement.

2. Copy of Security Agreement between Colorado Western
Pacific Railroad Company, Inc., as Debtor, and First Interstate
Bank of Golden, N.A., as Secured Party, and attached copy of
Acknowledgment of Security Agreement, with original
Certification that attached copy of Security Agreement is a
true copy thereof.

I trust the enclosed satisfy your request. Let me know if
you need anything further.

Yours very truly,



Michael S. Rennich

MSR:me
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/13/86

OFFICE OF THE SECRETARY

Michael S. Rennich
Grant, McHendrie, Haines & Crouse
11990 Grant Street, Suite 318
Northgleen, Colorado 80233

Dear Sir:

The enclosed documents(s) was recorded pursuant to the provision of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/13/86 at 2:20pm, and assigned re-cordation number(s). 14982

Sincerely yours,

Noreta R. McGee
Acting Secretary

SECURITY AGREEMENT

14982

Debtor: COLORADO WESTERN PACIFIC RAILROAD COMPANY, INC.

Name: COLORADO WESTERN PACIFIC RAILROAD COMPANY, INC.

Address: 999 18th Street, #3270, Denver, Colorado 80202

Residence: No. 999 Street 18th City Denver State Colorado Zip Code 80202

Business: No. 999 Street 18th City Denver State Colorado Zip Code 80202

Secured Party: FIRST INTERSTATE BANK OF GOLDEN, N.A.

Name: FIRST INTERSTATE BANK OF GOLDEN, N.A.

Address: 1301 Jackson Street, Golden, Colorado 80401

No. 1301 Street Jackson City Golden State Colorado Zip Code 80401

Debtor, for consideration, hereby grants to Secured Party a security interest in the following property, and any and all property of like type now owned or hereafter acquired by Debtor, together with all additions, accessions, substitutions, proceeds and products therefrom, including natural increase of livestock, all herein called the "Collateral":

One Railroad Car known as Otto Kuhler, #107, ex Rio Grande President's Car, 1929
Manufactured by Pullman Co.

One Railroad Car known as an 1880 KP Private Coach, "Baby Doe", #100 Union
Pacific President's Car, manufactured by Pullman Co.

To secure payment of the indebtedness evidenced by One certain promissory note of even date herewith, payable to the Secured Party, or order, as follows:

\$42,902.00 Promissory Note dated May 21, 1986.

and all other liabilities of Debtor to Secured Party, absolute or contingent, due or to become due, now existing or hereafter arising including liabilities arising because of funds advanced in the future at the option of Secured Party, all herein called the "OBLIGATIONS".

DEBTOR EXPRESSLY WARRANTS AND COVENANTS:

The Collateral is used or bought primarily for:

- ☐ Personal, family or household purposes;
- ☐ Use in farming operations;
- ☒ Use in business.

That Debtor's residence is as stated above, and the Collateral will be kept at

Location 999 18th Street, #3270, Denver, Colorado County Denver State Colorado

If any of the Collateral is crops, oil, gas, or minerals to be extracted or timber to be cut, or goods which are or are to become fixtures, said Collateral concerns the following described real estate situate in the _____ County of _____ and State of Colorado, to-wit:

The undersigned acknowledge receipt of a copy of this Security Agreement on date hereof, and agree that it includes and is subject to the ADDITIONAL PROVISIONS on the reverse side hereof, the same being incorporated herein by reference.

Debtor: COLORADO WESTERN PACIFIC RAILROAD COMPANY, INC.

By Steven Grogan
Steven Grogan, President

Dated this 28th day of May, 19 86

FIRST INTERSTATE BANK OF GOLDEN, N.A.

By Warren R. Henson
Warren R. Henson, Vice President

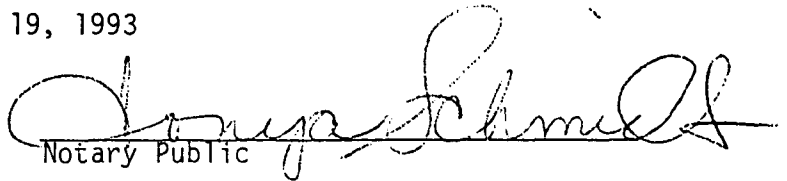
ACKNOWLEDMENT OF SECURITY AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

The attached Security Agreement was acknowledge and executed before me this 28th day of May, 1986, by Warren R. Henson as Vice President of FIRST INTERSTATE BANK OF GOLDEN, N.A.

Witness my hand and official seal.

My Commission Expires: June 19, 1993



Notary Public

(SEAL)

CERTIFICATION

I hereby certify that the attached is a true and exact copy of the original Security Agreement between Colorado Western Pacific Railroad Company, Inc., and First Interstate Bank of Golden, N.A.

Dated this 10th day of June, 1986.



Michol J. Embree
Notary Public in and for the
State of Colorado
11990 Grant Street, Suite 318
Northglenn, Colorado 80233
(303) 451-9202

My commission expires April 26, 1989.

8703485/7696A

STATE OF COLORADO
UNIFORM COMMERCIAL CODE — FINANCING STATEMENT - COLORADO U.C.C.-1 (Rev. 1-78)

INSTRUCTIONS

1. PLEASE TYPE this form. Do not write in Box 3.
2. If collateral is CROPS, state in Box 4, "The above described crops are growing or are to be grown on: (Describe Real Estate concerned)."
3. If collateral is or will become FIXTURES, or is TIMBER TO BE CUT, or is MINERALS OR OTHER SUBSTANCES OF VALUE WHICH MAY BE EXTRACTED FROM THE EARTH OR ACCOUNTS RESULTING FROM THE SALE THEREOF AT THE WELLHEAD OR MINEHEAD, CHECK ☒ "This Financing Statement is to be filed for record in the Real Estate records," in Box 4 and state if applicable. "The above goods are, or are to become, fixtures on (describe real estate)," or where appropriate, substitute either, "The above timber is standing on (describe real estate)," or, "The above minerals or other substances of value which may be extracted from the earth or accounts resulting from the sale thereof at the wellhead or minehead of the well or mine located on (describe real estate)." Describe real estate concerned sufficient as if it were contained in a mortgage of the real estate to give constructive notice of the mortgage under the law of this State. If the debtor does not have an interest of record in the realty, give the name of a record owner of the real estate concerned in Box 4.
4. If the space provided for any item on the form is inadequate, the item should be continued on additional sheets, that are 8½x11. Please do not staple or tape additional sheets directly on this form.
5. Remove Secured Party and Debtor copies, and send 3 copies with interleaved carbon paper still intact to the filing officer.
6. At the time of original filing, the filing officer will return third copy as an acknowledgment. If acknowledgment copy is to be returned to other than the Secured Party, please enclose a self-addressed envelope.

IMPORTANT — Read instructions before filling out form

This FINANCING STATEMENT is presented for filing pursuant to the Uniform Commercial Code.		3. For Filing Officer (Date, Time, Number and Filing Office) <div style="text-align: center;">RECORDATION NO. 14982 FILED 1425 JUN 13 1986 -2 20 PM INTERSTATE COMMERCE COMMISSION</div>
1. Debtor(s) Name and Mailing Address: COLORADO WESTERN PACIFIC RAILROAD COMPANY, INC. 999 18th Street, #3270 Denver, Colorado 80202	2. Secured Party(ies) Name and Address: FIRST INTERSTATE BANK OF GOLDEN, N.A. 1301 Jackson Street Golden, Colorado 80401	5. Name and address of Assignee of Secured Party:
4. This Financing Statement covers the following types (or items) of property: (WARNING: If collateral is crops, fixtures, timber, or minerals or other substances to be extracted or accounts resulting from the sale thereof, read instructions above.) One Railroad Car known as Otto Kuhler, #107, ex Rio-Grande President's Car, 1929 Manufactured by Pullman Co. One Railroad Car known as an 1880 KP Private Coach, "Baby Doe", #100 Union Pacific President's Car, manufactured by Pullman Co. Check only if applicable <input type="checkbox"/> This Statement is to be filed for record in the real estate records. <input type="checkbox"/> Products of collateral are also covered.		
6. This statement is signed by the Secured Party instead of the Debtor to perfect a security interest in collateral (Please check appropriate box) <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state, or when the debtor's location was changed to this state; <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest was perfected; <input type="checkbox"/> as to which the filing has lapsed; or <input type="checkbox"/> acquired after a change of name, identity or corporate structure of the debtor.		
7. Check only if applicable: <input type="checkbox"/> The Debtor is a transmitting utility.		
8. Debtor(s) Name and Mailing Address: COLORADO WESTERN PACIFIC RAILROAD COMPANY, INC.		8. Secured Party(ies) Name and Address: FIRST INTERSTATE BANK OF GOLDEN, N.A.
By <u>Steven Grogan, President</u> Signature(s) of Debtor(s)		By <u>Warren R. Hanson, Vice President</u> Signature(s) of Secured Party(ies)